

☒ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

1. Name and Address of Reporting Person * <b>FOX LINSTER W</b> <div>(Last) (First) (Middle)</div> <b>7250 S. TENAYA WAY, SUITE 100</b> <div>(Street)</div> <b>LAS VEGAS, NV 89113</b> <div>(City) (State) (Zip)</div>	2. Issuer Name and Ticker or Trading Symbol <b>Everi Holdings Inc. [ EVRI ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <b>7/1/2025</b>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option	\$1.57 (1)(2)	7/1/2025		D			10,000	(3)	5/11/2026	Common Stock	10,000	\$1.57	0	D	
Stock Option	\$3.29 (1)(2)	7/1/2025		D			19,800	(3)	3/8/2027	Common Stock	19,800	\$3.29	0	D	
Stock Option	\$3.29 (1)(2)	7/1/2025		D			40,200	(3)	3/8/2027	Common Stock	40,200	\$3.29	0	D	
Restricted Stock Units	(1)(2)(4)	7/1/2025		D			17,687	(4)	(4)	Common Stock	17,687	(4)	0	D	
Restricted Stock Units	(1)(2)(4)	7/1/2025		D			12,646	(4)	(4)	Common Stock	12,646	(4)	0	D	
Restricted Stock Units	(1)(2)(4)	7/1/2025		D			18,571	(4)	(4)	Common Stock	18,571	(4)	0	D	
Restricted Stock Units	(1)(2)(4)	7/1/2025		D			8,860	(4)	(4)	Common Stock	8,860	(4)	0	D	
Restricted Stock Units	(1)(2)(4)	7/1/2025		D			7,600	(4)	(4)	Common Stock	7,600	(4)	0	D	
Restricted Stock Units	(1)(2)(4)	7/1/2025		D			9,200	(4)	(4)	Common Stock	9,200	(4)	0	D	
Restricted Stock Units	(1)(2)(4)	7/1/2025		D			10,700	(4)	(4)	Common Stock	10,700	(4)	0	D	
Restricted Stock Units	(1)(2)(4)	7/1/2025		D			10,500	(4)	(4)	Common Stock	10,500	(4)	0	D	

Explanation of Responses:

(1) This Form reports securities disposed of pursuant to certain transactions (the "Proposed Transaction") contemplated by the definitive agreements Everi Holdings Inc. (the "Company") entered into on July 26, 2024 with International Game Technology PLC, a public limited company incorporated under the laws of England and Wales ("IGT"), Ignite Rotate LLC, a Delaware limited liability company and a direct wholly owned subsidiary of IGT ("Spinco"),

Voyager Parent, LLC, a Delaware limited liability company ("Buyer"), and Voyager Merger Sub, Inc., a Delaware corporation and a direct wholly owned subsidiary of Buyer ("Buyer Sub"). These definitive agreements entered into by the parties in connection with the Proposed Transaction include, among others, an Agreement and Plan of Merger, dated as of July 26, 2024, by and among IGT, Spinco, the Company, Buyer, and Buyer Sub (the "Merger Agreement").

- (2) (Continued from footnote 1) Pursuant to the Merger Agreement and the other definitive agreements, on July 1, 2025 (the "Effective Time"), the Company became a wholly-owned subsidiary of Buyer.
- (3) Pursuant to the Merger Agreement, each option to purchase shares of the Company's common stock, whether vested or unvested (each, an "Option") that is outstanding and unexercised immediately prior to the Effective Time was canceled and automatically converted into a right to receive a cash payment equal to the excess, if any, of (a) \$14.25 over the per share exercise price of such Option, multiplied by (b) the number of shares of the Company's common stock covered by such Option immediately prior to the Effective Time, payable subject to the same time-based vesting terms and as in effect for such Option immediately prior to the Effective Time and in accordance with the terms of the Merger Agreement.
- (4) Pursuant to the Merger Agreement, each of the Company's restricted stock units (each, an "RSU") that is outstanding as of immediately prior to the Effective Time was canceled and automatically converted into a right to receive a cash payment equal to the product of (a) \$14.25 and (b) the number of shares of the Company's common stock subject to each such RSU, payable subject to the same time-based vesting terms and otherwise substantially the same terms and conditions as in effect for such RSU immediately prior to the Effective Time.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FOX LINSTER W 7250 S. TENAYA WAY SUITE 100 LAS VEGAS, NV 89113	X			

Signatures

/s/Linster W. Fox by Todd A. Valli, Attorney-in-Fact

7/2/2025

Date

\*\*Signature of Reporting Person

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.